**TERMINAL DISCLAIMER UNDER 37 C.F.R. § 1.321**

Applicants : Jayesh R. Bhakta et al.
Appl. No. : 10/768,534
Filed : January 30, 2004
For : ARRANGEMENT OF INTEGRATED
CIRCUITS IN A MEMORY MODULE
Examiner : Ly D. Pham
Group Art Unit : 2818

Mail Stop Amendment
Commissioner for Patents
P.O. Box 1450
Alexandria, VA 22313-1450

Empowerment of Attorney

Pursuant to 37 C.F.R. § 1.321(b) the undersigned attorney of record is empowered to act on behalf of the Assignee, Netlist, Inc. ("Assignee"), by virtue of a Power of Attorney executed on April 24, 2002, a copy of which is attached.

Right of Assignee and Ownership

In accordance with 37 C.F.R. § 3.73(b), Assignee represents that it is the owner of a one hundred percent (100%) interest in the above-identified application and in co-owned, U.S. Patent No. 6,751,113 B2, all by virtue of an assignment, a copy of which is attached and which has been filed with the Assignment Branch of the Patent and Trademark Office. The Assignee represents that, to the best of Assignee's knowledge and belief, title is in the Assignee seeking to take action.

Disclaimer by Assignee

Assignee hereby disclaims, except as provided below, the terminal part of any patent granted on the above-referenced application that would extend beyond the expiration date of the full statutory term of U.S. Patent No. 6,751,113 B2, and hereby agrees that any patent so granted on the

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above-identified application shall be enforceable only for and during such period that the instant application and U.S. Patent No. 6,751,113 B2 are co-owned. This agreement extends to any patent granted on the above-referenced application and shall be binding on its successors or assigns.

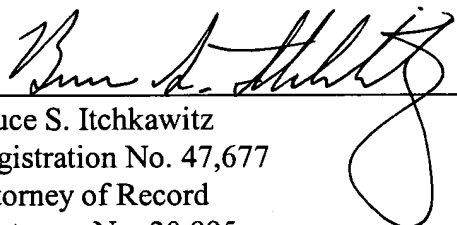
Assignee does not disclaim any terminal part of any patent granted on the above-referenced application prior to the earlier of the expiration date of the full statutory term of U.S. Patent No. 6,751, 113 B2, and that of any patent issuing on the above-identified application in the event that either one later expires for failure to pay a maintenance fee, is held unenforceable, is found invalid, is statutorily disclaimed in whole or terminally disclaimed under 37 C.F.R. § 1.321(a), has all claims canceled by a reexamination certificate, or is otherwise terminated prior to expiration of its statutory term, except for the separation of legal title stated above.

This Terminal Disclaimer is accompanied by the \$110 fee set forth in 37 C.F.R. § 1.20(d).

Respectfully submitted,

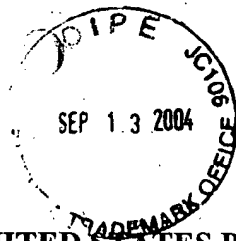
KNOBBE, MARTENS, OLSON & BEAR, LLP

Dated: 9/10/04

By: 
Bruce S. Itchkawitz
Registration No. 47,677
Attorney of Record
Customer No. 20,995
(949) 760-0404

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PATENT

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicant	:	Jayesh R. Bhakta, et al.
App. No.	:	10/094,512
Filed	:	March 7, 2002
For	:	ARRANGEMENT OF INTEGRATED CIRCUITS IN A MEMORY MODULE
Examiner	:	Unknown

ESTABLISHMENT OF RIGHT OF ASSIGNEE TO TAKE ACTION
AND
REVOCATION AND POWER OF ATTORNEY

United States Patent and Trademark Office
P.O. Box 2327
Arlington, VA 22202

Dear Sir:

The undersigned is empowered to act on behalf of the assignee below (the "Assignee"). A true copy of the original Assignment of the above-captioned application from the inventor(s) to the Assignee is attached hereto. This Assignment represents the entire chain of title of this invention from the Inventor(s) to the Assignee.

I declare that all statements made herein are true, and that all statements made upon information and belief are believed to be true, and further, that these statements were made with the knowledge that willful, false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. § 1001, and that willful, false statements may jeopardize the validity of the application, or any patent issuing thereon.

The undersigned hereby revokes any previous powers of attorney in the subject application, and hereby appoints the registrants of Knobbe, Martens, Olson & Bear, LLP, 620 Newport Center Drive, Sixteenth Floor, Newport Beach, California 92660, Telephone (949) 760-0404, **Customer No. 20,995**, as its attorneys with full power of substitution and

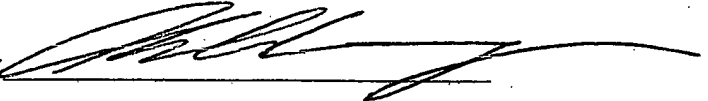
App. No. : 10/6,512
Filed : March 7, 2002

revocation to prosecute this application and to transact all business in the U.S. Patent and Trademark Office connected herewith. This appointment is to be to the exclusion of the inventor(s) and his attorney(s) in accordance with the provisions of 37 C.F.R. § 3.71.

Please use **Customer No. 20,995** for all communications.

NETLIST, INC.

Dated: 4/24/02

By: 

Title: PRESIDENT & CEO

Address: **3 Goddard, Irvine, CA 92618**

JTS-13600.DOC:ke
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COPY

ASSIGNMENT

WHEREAS, We, Jayesh R. Bhakta, a United States citizen, residing at 12220 Rose Street, Cerritos, California 90703, and Robert S. Pauley, Jr., a United States citizen, residing at 26322 Eastview Court, San Juan Capistrano, California 92675 have invented certain new and useful improvements in a ARRANGEMENT OF INTEGRATED CIRCUITS IN A MEMORY MODULE for which we filed U.S. Patent Application No. 10/094,512 on March 7, 2002.

AND WHEREAS, Netlist, Inc. (hereinafter "ASSIGNEE"), a Delaware Corporation, with its principal place of business at 3 Goddard, Irvine, California 92618, desires to acquire the entire right, title, and interest in and to the said improvements and the said Application:

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) to us in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, We, the said inventors, do hereby acknowledge that We have sold, assigned, transferred and set over, and by these presents do hereby sell, assign, transfer and set over, unto the said ASSIGNEE, its successors, legal representatives and assigns, the entire right, title, and interest throughout the world in, to and under the said improvements, and the said application and all divisions, renewals and continuations thereof, and all Letters Patent of the United States which may be granted thereon and all reissues and extensions thereof, and all rights of priority under International Conventions and applications for Letters Patent which may hereafter be filed for said improvements in any country or countries foreign to the United States, and all Letters Patent which may be granted for said improvements in any country or countries foreign to the United States and all extensions, renewals and reissues thereof; and We hereby authorize and request the Commissioner of Patents of the United States, and any Official of any country or countries foreign to the United States, whose duty it is to issue patents on applications as aforesaid, to issue all Letters Patent for said improvements to the said ASSIGNEE, its successors, legal representatives and assigns, in accordance with the terms of this instrument.

AND WE HEREBY covenant and agree that we will communicate to the said ASSIGNEE, its successors, legal representatives and assigns, any facts known to me respecting said improvements, and testify in any legal proceeding, sign all lawful papers, execute all divisional, continuing and reissue applications, make all rightful oaths and generally do everything possible to aid the said ASSIGNEE, its successors, legal representatives and assigns, to obtain and enforce proper patent protection for said improvements in all countries.

IN TESTIMONY WHEREOF, I hereunto set my hand and seal this 24 day of April, 2002.

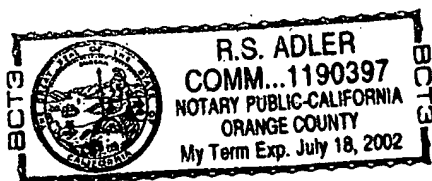
Jayesh R. Bhakta
Jayesh R. Bhakta

STATE OF CALIFORNIA }
COUNTY OF ORANGE } ss.

On APRIL 24, 2002, before me, R.S. ADLER, Notary Public, personally appeared Jayesh R. Bhakta, ~~personally known to me~~ (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

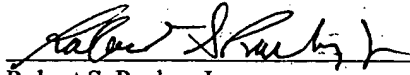
[SEAL]



R.S. Adler
Notary Signature

COPY

IN TESTIMONY WHEREOF, I hereunto set my hand and seal this 24 day of APRIL, 2002.

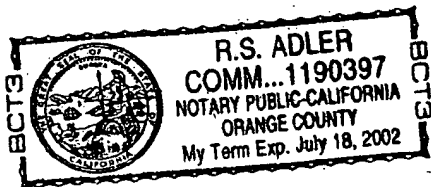

Robert S. Pauley, Jr.

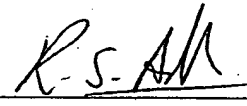
STATE OF CALIFORNIA }
COUNTY OF ORANGE } ss.

On APRIL 24, 2002, before me, R.S. ADLER, Notary Public, personally appeared Robert S. Pauley, Jr., ~~personally known to me~~ (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacity, and that by signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

[SEAL]




Notary Signature